

RECORDATION NO. 14871-C FILED

HOPKINS & SUTTER

JUL 3 '97

2-06PM

(A Partnership Including Professional Corporations)

2800 Livernois, Suite 220, Troy, MI 48063-1220
TEL: 248.740.6600 FAX: 248.740.6613

WITH OFFICES IN
CHICAGO • WASHINGTON DC • TROY

MARY P. SCLAWY
Direct Line: 248.740.6602
Email: msclawy@hopsut.com

June 18, 1997

Secretary
Surface Transportation Board
Room 704
1925 K Street, NW
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Notice of Renumbering of Leased Locomotive Units, dated as of May 27, 1997 and executed by Grand Trunk Western Railroad Incorporated pursuant to a Reconstruction and Conditional Sale Agreement ("RCSA") and a Lease of Railroad Equipment, both dated as of December 15, 1985 (the "Lease"). The units covered by the Lease are 20 diesel electric locomotives bearing reporting marks as shown on Schedule A, attached to this letter.

The RCSA and the Lease were recorded on December 30, 1985 and assigned recordation numbers 14871 and 14871-B, respectively.

The parties to the RCSA and the Lease are:

Builder/ Grand Trunk Western Railroad Company, predecessor in interest to
Lessee: Grand Trunk Western Railroad Incorporated

Vendee/ Whirlpool Leasing Services, Inc., predecessor in interest to
Lessor: Whirlpool Financial Corporation

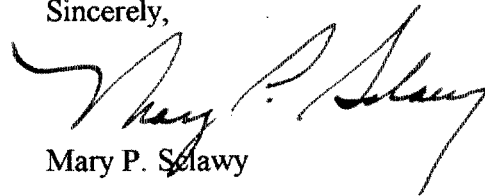
Agent: Mercantile-Safe Deposit and Trust Company, predecessor in
interest to Bank of New York

Enclosed is our check in the amount of \$24.

Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48083-1220

Sincerely,

A handwritten signature in black ink, appearing to read "Mary P. Sclawy", written in a cursive style.

Mary P. Sclawy

C: John Lamont re CA 6319

Schedule A

Rolling Stock Type: Diesel electric locomotives manufactured by the
Electomotive Division of General Motors Corporation.

#	Original Lease *		Changed Lease		Current Lease	
	Mark & Number of all Units		Mark & Number		Mark & Number of all Units	
1	GTW	4444	-	-	GTW	4444
2	GTW	4446	-	-	GTW	4446
3	GTW	4909	GTW	4509	GTW	4509
4	GTW	4930	GTW	4530	GTW	4530
5	GTW	5912	-	-	GTW	5912
6	GTW	5921	-	-	GTW	5921
7	GTW	5926	-	-	GTW	5926
8	GTW	5929	-	-	GTW	5929
9	GTW	6207	-	-	GTW	6207
10	GTW	6214	-	-	GTW	6214
11	GTW	6218	-	-	GTW	6218
12	GTW	6219	-	-	GTW	6219
13	GTW	6220	-	-	GTW	6220
14	GTW	6252	-	-	GTW	6252
15	GTW	6253	-	-	GTW	6253
16	GTW	6254	-	-	GTW	6254
17	GTW	6406	-	-	GTW	6406
18	GTW	6407	-	-	GTW	6407
19	GTW	6410	-	-	GTW	6410
20	GTW	6411	-	-	GTW	6411

* 'Original Lease' means the lease as amended by amendments # 1 & 2.

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JUL 3 '97

2-06 PM

NOTICE OF RENUMBERING
OF LEASED LOCOMOTIVE UNITS

WHEREAS *Mercantile-Safe Deposit and Trust Company* (predecessor-in-interest to *The Bank of New York*) as agent, *Grand Trunk Western Railroad Company* (predecessor-in-interest to *Grand Trunk Western Railroad Incorporated*) as builder ("GTW") and *Whirlpool Leasing Services, Inc.* (predecessor-in-interest to *Whirlpool Financial Corporation*) as vendee ("Whirlpool") entered into a *Reconstruction and Conditional Sale Agreement* dated as of December 15, 1985, as amended, (the "RCSA") covering the acquisition and reconstruction of 20 locomotives;

WHEREAS GTW as lessee entered into a *Lease of Railroad Equipment* dated as of December 15, 1985, as amended, (the "Lease"), with Whirlpool as lessor, covering the 20 locomotives acquired and reconstructed pursuant to the RCSA;

WHEREAS the RCSA and the Lease were recorded with:

- 1) *The Interstate Commerce Commission* (predecessor to the *Surface Transportation Board*), in accordance with 49 U.S.C. Section 11303 (now Section 11301), on December 30, 1985 at 12:20 P.M. and assigned recordation numbers 14871 and 14871-B, respectively; and
- 2) *The Office of the Registrar General of Canada*, pursuant to Section 86 (which became Section 90) of the *Railway Act of Canada* (now Section 105 of the *Canada Transportation Act*), on December 30, 1985 at 3:00 P.M.

NOW THEREFORE, TAKE NOTICE THAT a) pursuant to the terms of the RCSA and the Lease, GTW has renumbered certain of the locomotives subject to the RCSA and the Lease, as set forth on *Schedule A* attached hereto and made a part hereof, and b) GTW shall cause this *Notice of Renumbering* to be filed at x) the *Surface Transportation Board* and y) the *Office of the Registrar General of Canada*.

IN WITNESS WHEREOF, this *Notice of Renumbering* has been executed, by an authorized signatory of GTW, as of the 27th day of July 1997.

**GRAND TRUNK WESTERN RAILROAD
INCORPORATED, as lessee**

By:


John A.N. Lamont

GTW File Reference: CA 6319

Schedule A

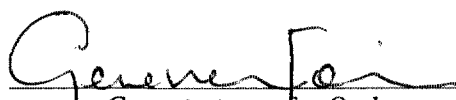
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20	GTW	6411	-	-	GTW	6411

* 'Original Lease' means the lease as amended by amendments # 1 & 2.

PROVINCE OF QUEBEC)
) ss
DISTRICT OF MONTREAL)

On this 27th day of May, 1997, before me personally appeared John A.N. Lamont, to me personally known, who being by me duly sworn says that he is duly authorized to state that said instrument was signed on behalf of Grand Trunk Western Railroad Incorporated, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Commissioner for Oaths
190021-8

My commission expires: 31/03/98